

**LaMonica Herbst & Maniscalco, LLP**  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re:

BH SUTTON MEZZ LLC,  
  
Debtor.

Chapter 11  
Case No.:

-----X

**CORPORATE RESOLUTION**

I, Herman Carlinsky, as President of BH Sutton Mezz LLC, the above captioned Limited Liability Company, do hereby certify that the following resolution was unanimously adopted on February 26, 2016:

“RESOLVED, that by reason of the Limited Liability Corporation being unable to pay its debts as they mature, it is deemed expedient, necessary and in the best interests of the Limited Liability Company, its members and its creditors, that the Limited Liability Company seek relief under Title 11 of the United States Code from such circumstance and condition, and that the Limited Liability Company, acting by its President of Debtor, is hereby authorized, empowered and directed, subject to the provisions of the Limited Liability Company to institute a proceeding pursuant to Title 11, United States Code (Chapter 11 of the Bankruptcy Code), and to retain the law firm of LaMonica Herbst & Maniscalco, 3305 Jerusalem Avenue, Wantagh, New York 11793, as counsel for the Limited Liability Company in such proceedings, and to prepare, execute and deliver, in the name of the Limited Liability Company, or cause to be prepared, executed and delivered in its name, any and all petitions, pleadings, schedules, financial statements, affidavits, proposals, plans, arrangements, agreements or instruments whatsoever, and make do and perform any and all other things whatsoever, all upon such terms and conditions deemed necessary, proper or appropriate in the discretion of the foregoing President of the Debtor to accomplish the foregoing purposes.”

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Limited Liability Company this 26<sup>th</sup> day of February 2016.

BH Sutton Mezz LLC

By:

s/ Herman Carlinsky  
Herman Carlinsky, President

Sworn to me on this 26<sup>th</sup> day of February 2016

s/ Angela Colucci  
Angela Colucci  
Notary Public State of New York  
No. 4674875  
Qualified in Nassau County  
Commission Expires July 31, 2018